

UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS

of

LZJ, INC.

WHEREAS, the undersigned, being the only two shareholders and directors of LZJ, Inc. (the “Company”), a New York corporation, find that it is in the best interests of the Company to file a chapter 11 bankruptcy in order to reorganize and restructure its debt; it is therefore

RESOLVED by the shareholders and directors as follows:

1. Company will file a voluntary petition for reorganization under chapter 11.
2. President Miriam J. Schiffer is authorized to execute on behalf of the Company a petition in bankruptcy and all other schedules, documents and applications that are reasonably necessary, in her sole discretion, to execute a chapter 11 reorganization.

Dated: September 26, 2010

/s/ Madelyn J. Schiffer
Madelyn J. Schiffer, Shareholder and Director

/s/ Michael Schiffer
Michael Schiffer, Shareholder and Director

CERTIFICATION

The undersigned, as Secretary of the Company, certifies that the Company duly adopted the foregoing resolution by unanimous written consent of its only two shareholders and directors on September 26, 2010, and that these resolutions have not been amended or rescinded in any way.

Dated: September 26, 2010

/s/ Michael Schiffer
Michael Schiffer, Secretary